

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
Debtors. :  
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF PENNSYLVANIA )  
 ) ss:  
COUNTY OF DAUPHIN )

Steven J. Weingarten, being duly sworn, deposes and says:

1. I am the Managing Attorney of McNees Wallace & Nurick LLC which firm maintains offices at 100 Pine Street, Harrisburg, PA 17101; Fifth Third Center, 17<sup>th</sup> Floor, 21 E. State Street, Columbus, OH 43215-4228, and other locations.

2. Neither I, Steven J. Weingarten, nor any member, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. McNees Wallace & Nurick LLC has represented and advised the Debtors in legal matters with respect to a broad range of aspects of the Debtors' businesses. On March 15, 2006, McNees Wallace & Nurick LLC sold and assigned its \$14,084.41 unsecured, non-priority claim in the above captioned bankruptcy case to ASM Capital, for a fee.

4. The Debtors have requested, and McNees Wallace & Nurick LLC has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and McNees Wallace & Nurick LLC proposes, to render the following services to the Debtors: legal and regulatory advice and counsel regarding the acquisition of fixed utility services designed to minimize cost and risk exposure and to maximize reliable receipt and delivery of the product.

5. McNees Wallace & Nurick LLC 's current fee arrangement is to bill on an hourly basis for services performed and the billing rates of attorneys and paralegals in our office who most likely will be called upon to provide professional support on behalf of the debtor(s) are as follows:

A. Benshoff	\$135
J. Bowser	\$200
J. Clark	\$125
M. Forney	\$160
T. Froehle	\$185

G. Hummel	\$265
V. Karandrikas	\$165
L. McAlister	\$175
K. Murray	\$205
D. Neilsen	\$150
S. Randazzo	\$340
R. Weishaar	\$240

6. Except as set forth herein, no promises have been received by McNees Wallace & Nurick LLC or any member, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

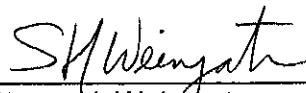
7. McNees Wallace & Nurick LLC has no agreement with any entity to share with such entity any compensation received by McNees Wallace & Nurick LLC.

8. McNees Wallace & Nurick LLC and its members, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. McNees Wallace & Nurick LLC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

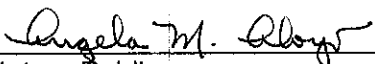
9. Neither I, Steven J. Weingarten, nor any member, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which McNees Wallace & Nurick LLC is to be engaged.

10. The foregoing constitutes the statement of Steven J. Weingarten pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
Steven J. Weingarten  
Managing Attorney

Subscribed and sworn before me  
This 13<sup>th</sup> day of October, 2006.

  
\_\_\_\_\_  
Notary Public

{A824197:}

